

ULTIMATE SPIDER-MAN®

ISSUE
128



MARVEL

**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...



Months ago, Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who had turned himself into the monstrosity known as Venom. Ten years ago, Peter and Eddie's fathers accidentally invented Venom when they were looking for a biological cure for cancer.

One month ago, Eddie reappeared as a walking shell of a man being controlled by this insatiable monster. He has no idea why a bounty hunter named Silver Sable is after him. Eddie discovered an indescribable attachment to Parker when they accidentally reunited while Peter was on a class trip to the art museum. Spider-Man and Venom battled, but it's Silver Sable and her Wildpack that end the fight. She took down Venom and kidnapped him, leaving Spider-Man to deal with the police. Venom was taken hostage by Trask Industries but was inadvertently rescued by the mysterious Beetle. Silver Sable and the Wildpack gave chase. All of this was intercepted by Spider-Man who, in the middle of the battle, was taken over by the Venom symbiote.

Peter, as Venom, battled and was defeated by the super hero task force known as the Ultimates. Peter escaped serious harm and was no longer attached symbiotically to Venom. Neither was Eddie Brock, who had disappeared.

Gwen Stacy, a good friend of Peter's, was victim of another symbiote accidentally unleashed by Spider-Man confidant Curt Conners. Though Gwen died at the hand of this symbiote, it took on her essence and that monster had been taken into S.H.I.E.L.D. custody for study.

She managed to escape, only to show up in Peter's house, half human and half symbiote, begging for help.

Note: This story takes place before Ultimates 3.

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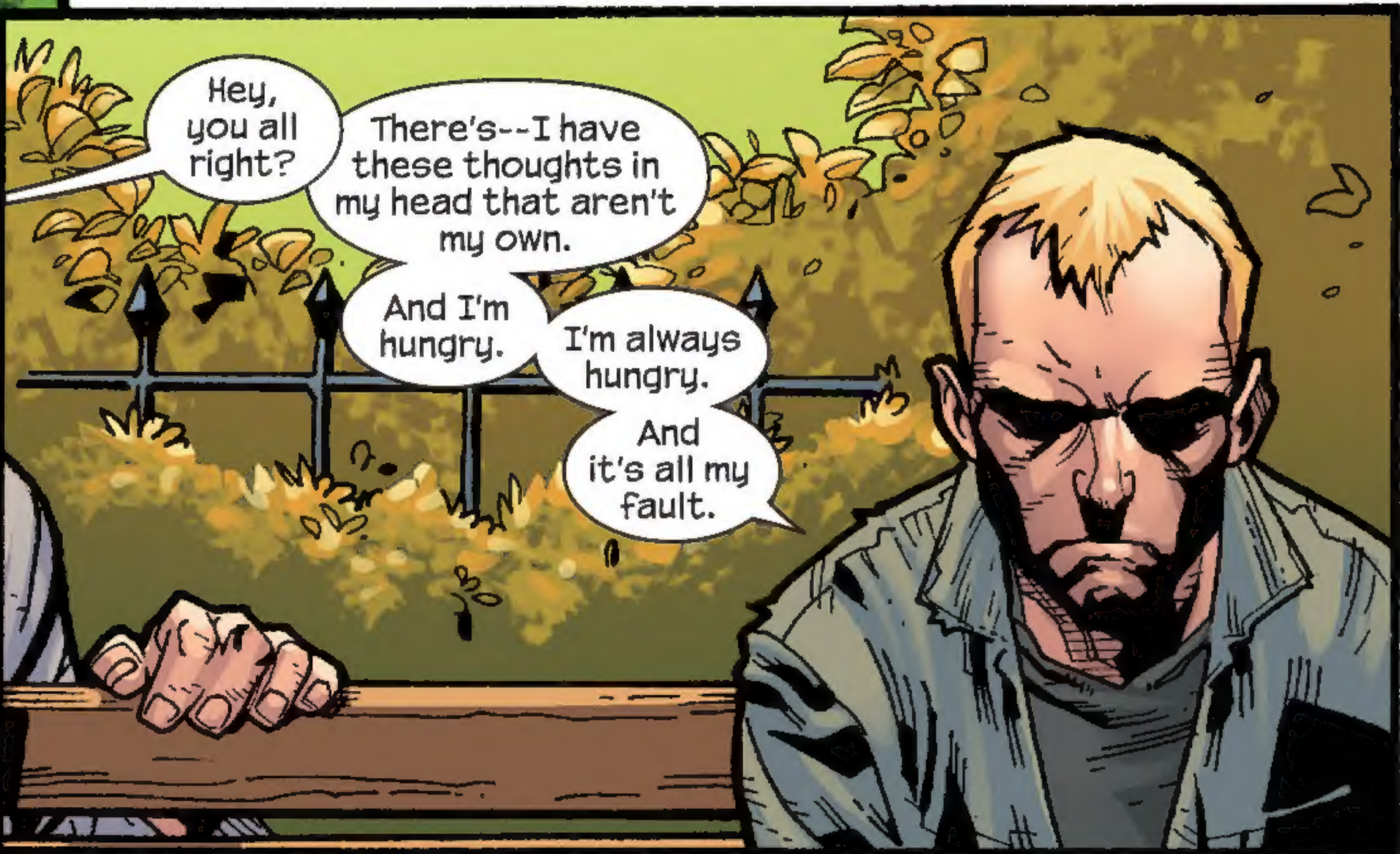
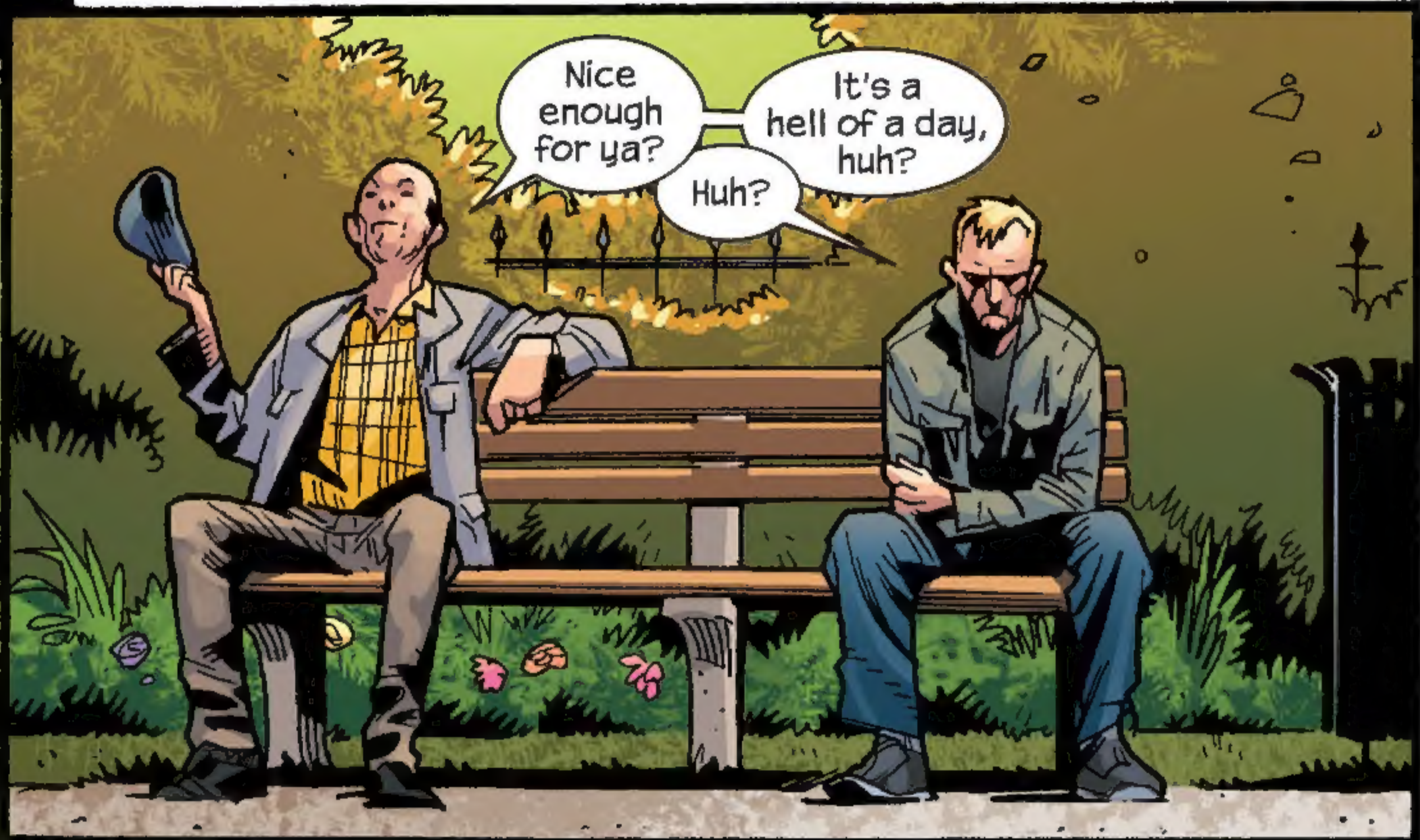
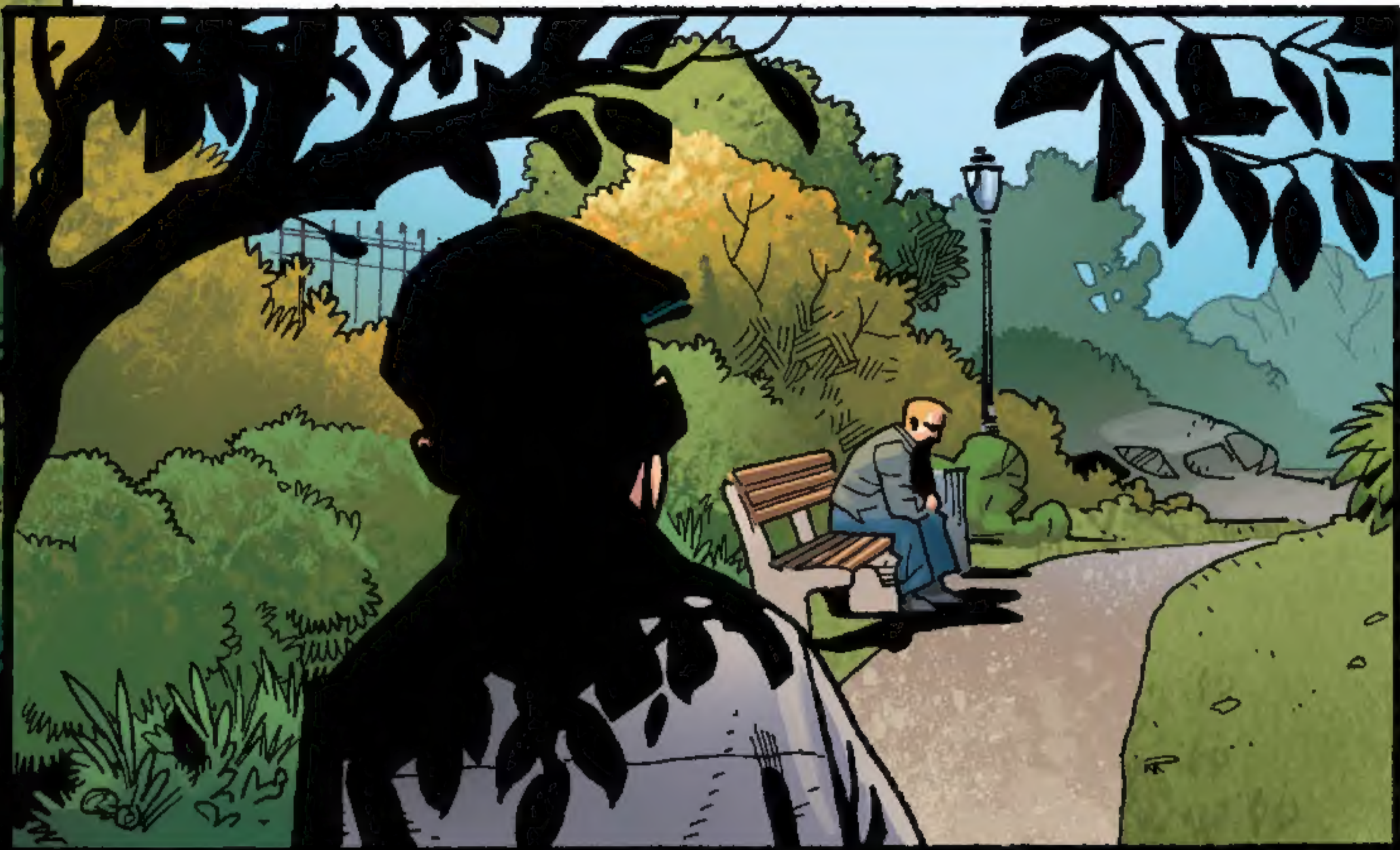
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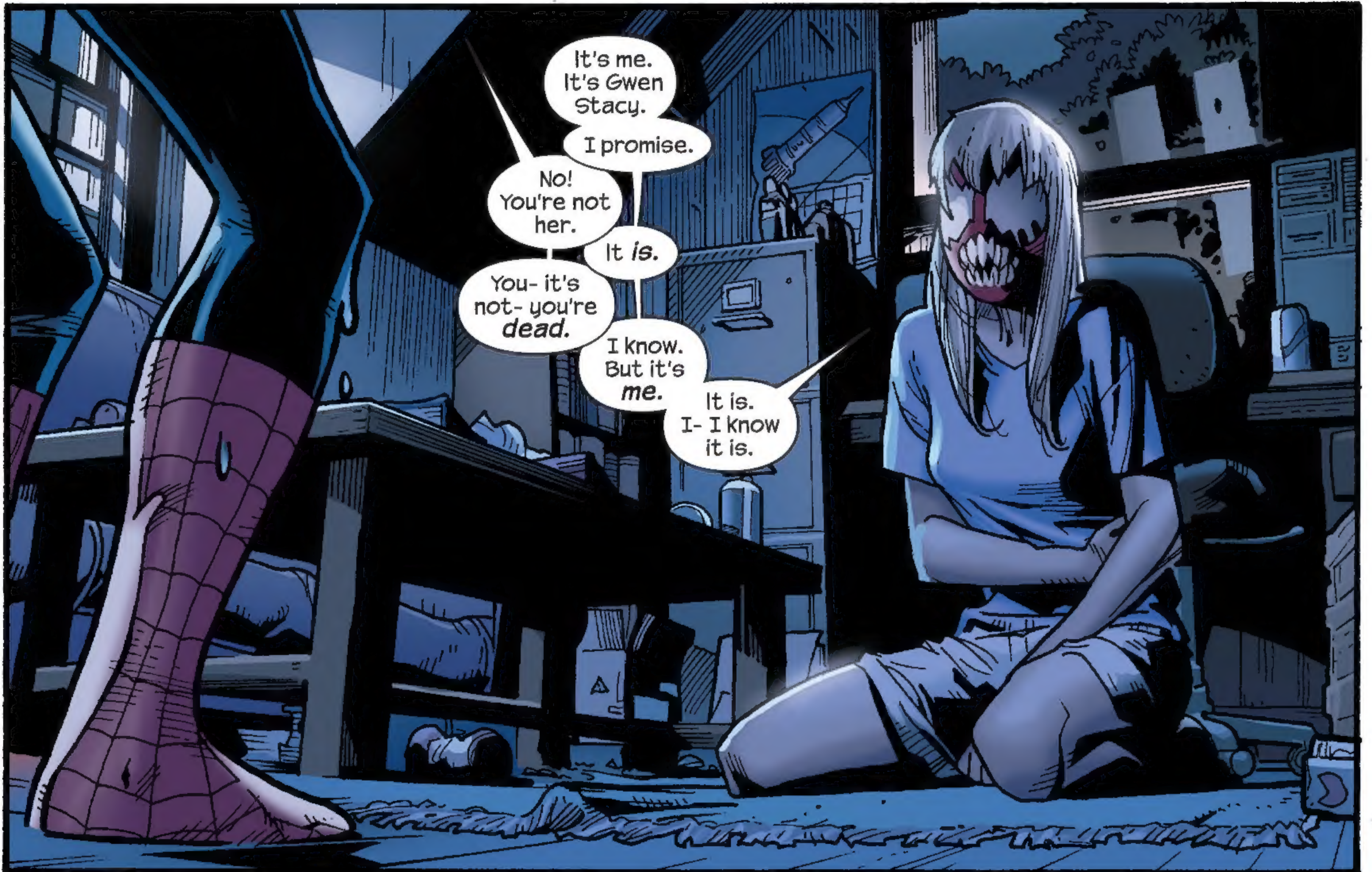




**Peter Parker's Attic.
Yesterday.**

Who--

What
are you?



It's me.
It's Gwen
Stacy.

I promise.

No!
You're not
her.

It is.

You- it's
not- you're
dead.

I know.
But it's
me.

It is.
I- I know
it is.



I would
never have come
here like this. But I
had nowhere else
to go.

It's either
this or I jump
off a bridge.



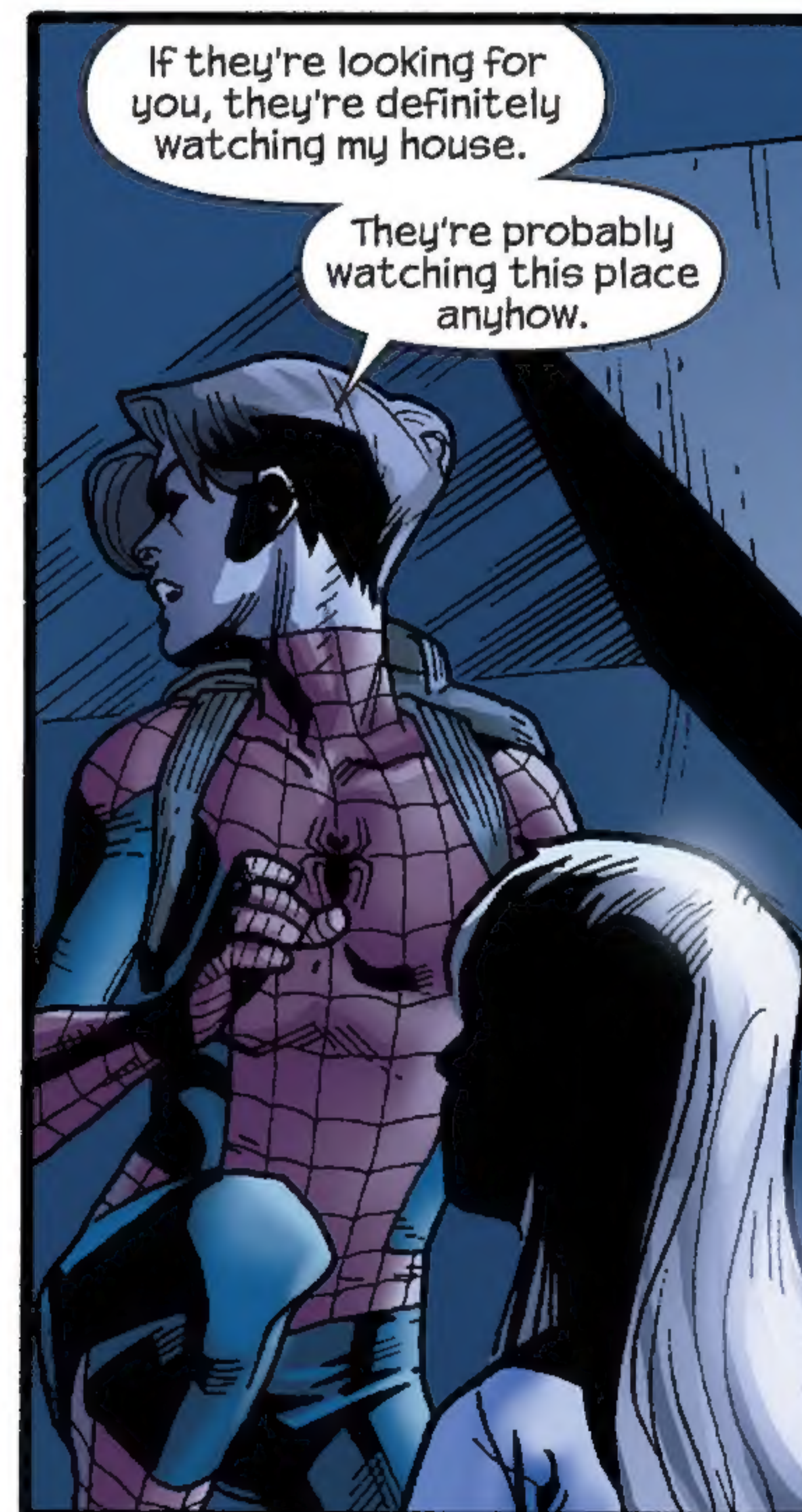
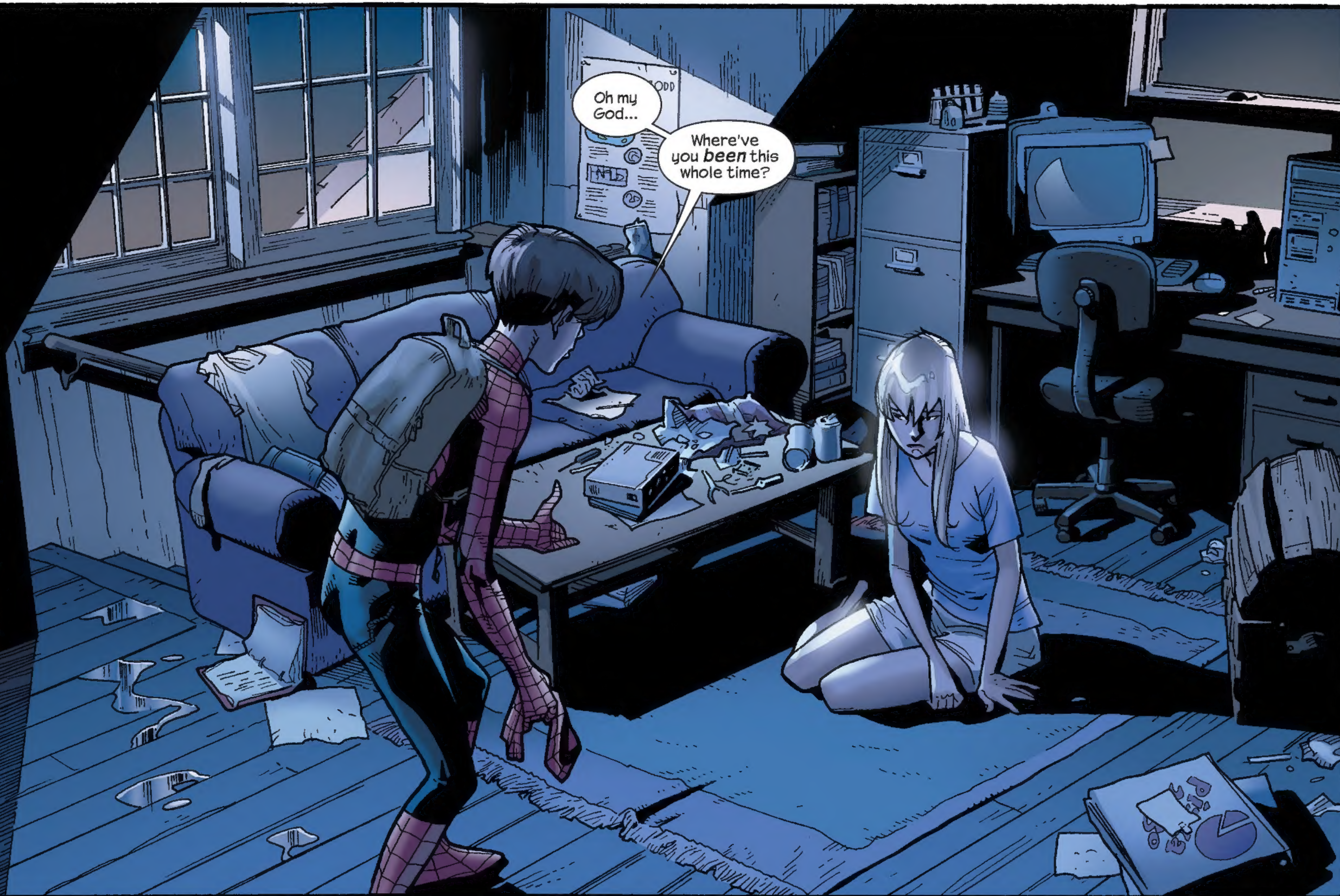
Peter,
you're like my
brother.

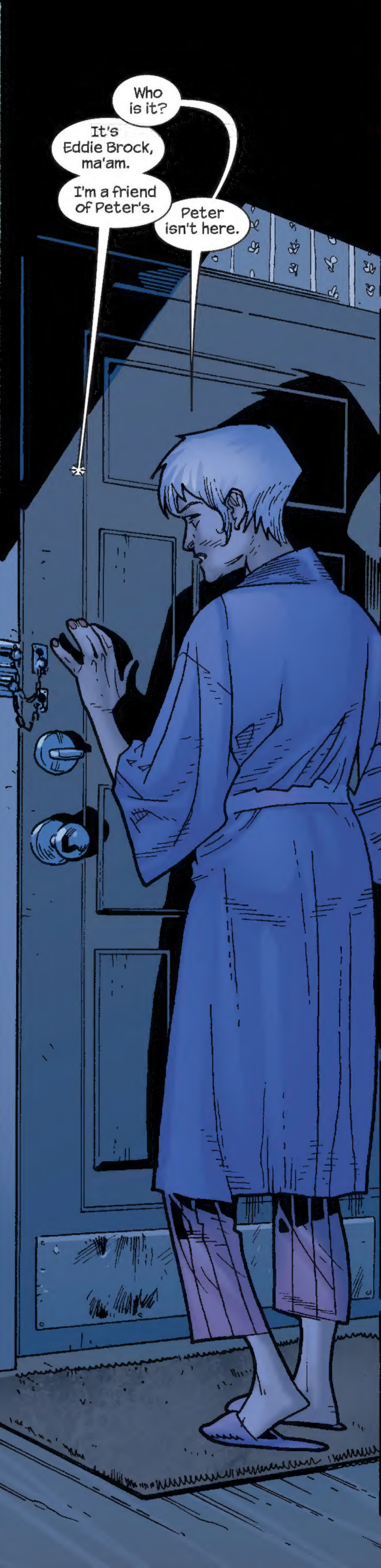
You and
Aunt May, you're
my only family.

Please,
please help
me.



How
could this
be?



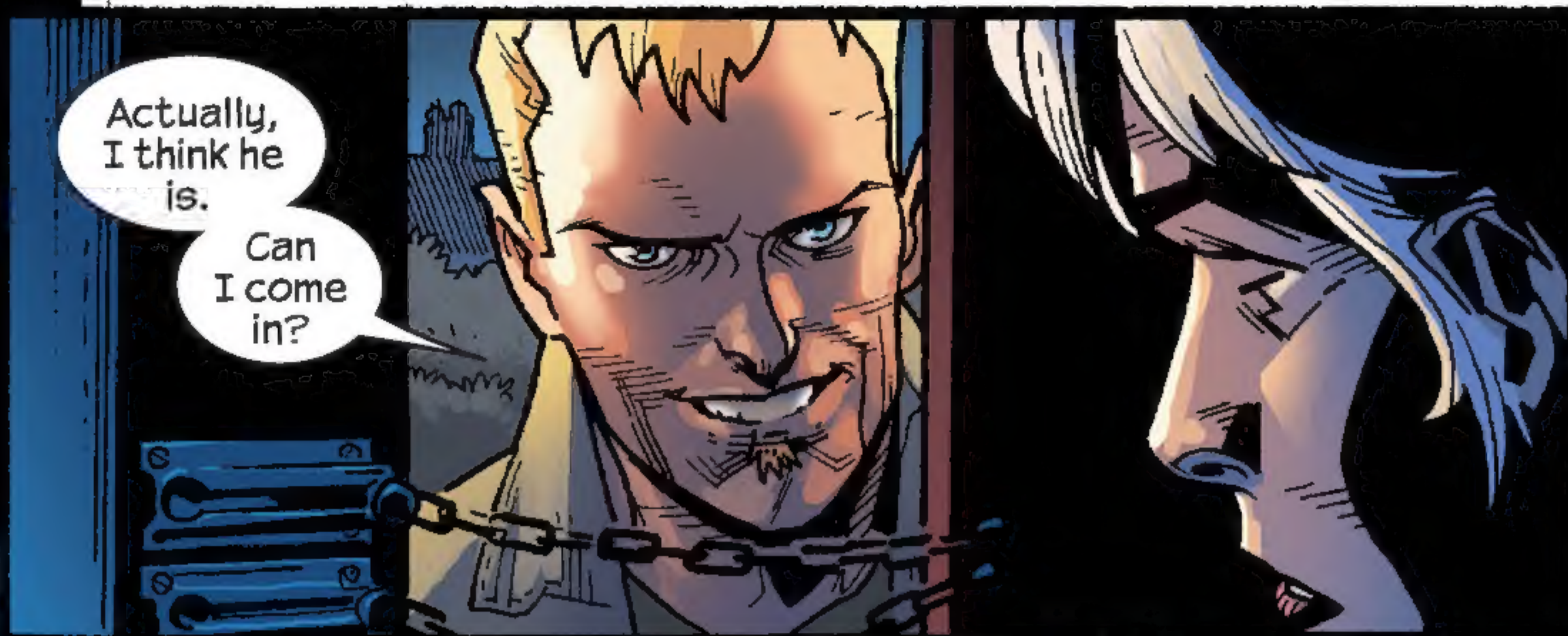


Who is it?

It's Eddie Brock, ma'am.

I'm a friend of Peter's.

Peter isn't here.



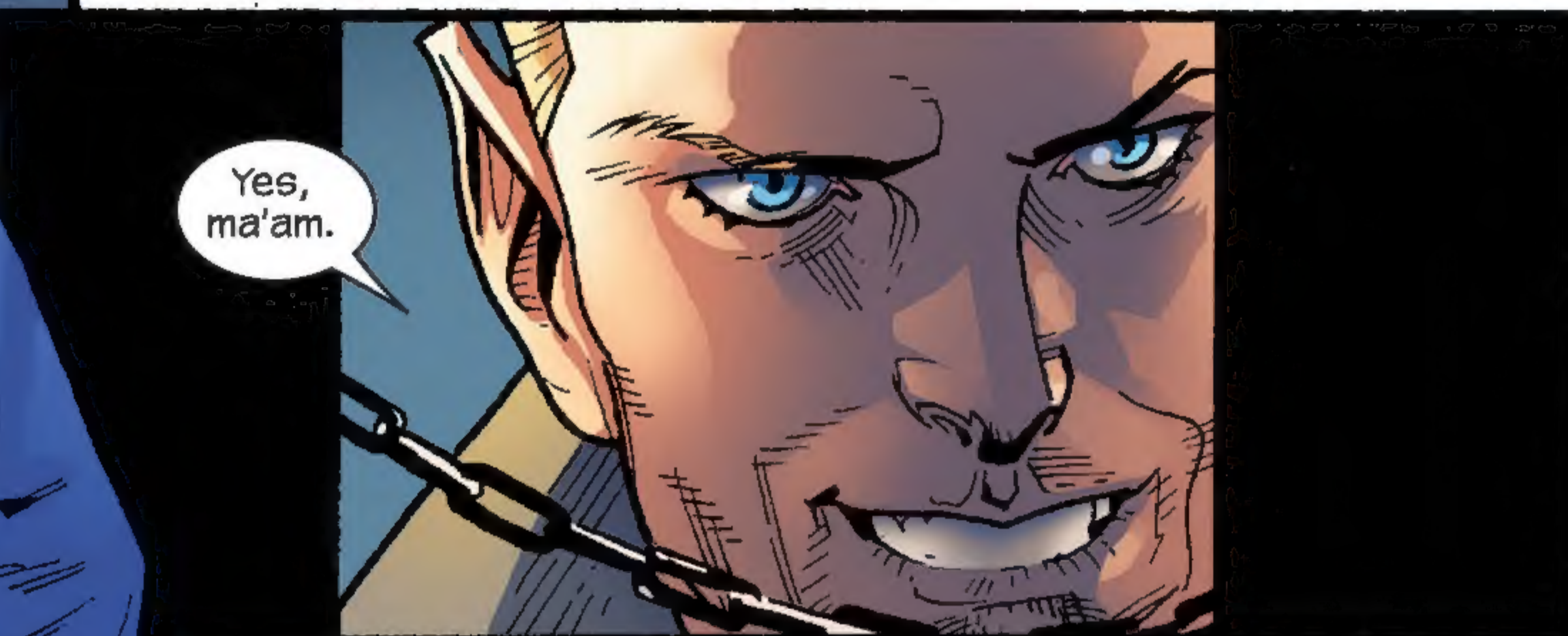
Actually, I think he is.

Can I come in?



"Eddie..."

You're Eddie Brock, Jr.



Yes, ma'am.



Do you-
do you have special powers or something, Eddie?



What?

No. No, ma'am.

Do you have a gun?

What?

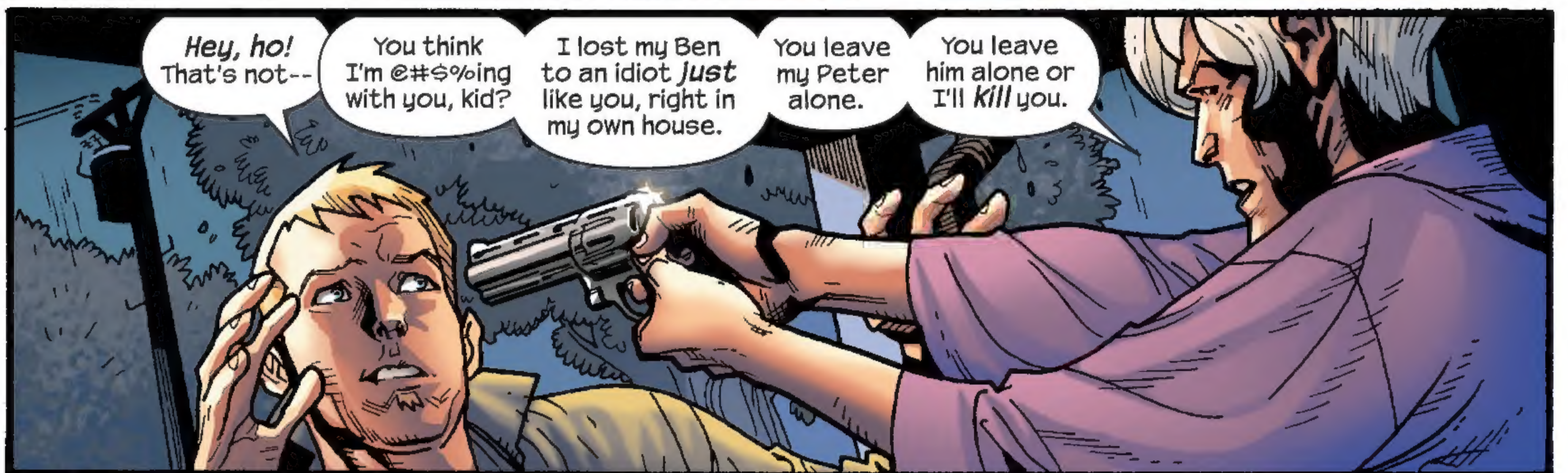
No, ma'am.

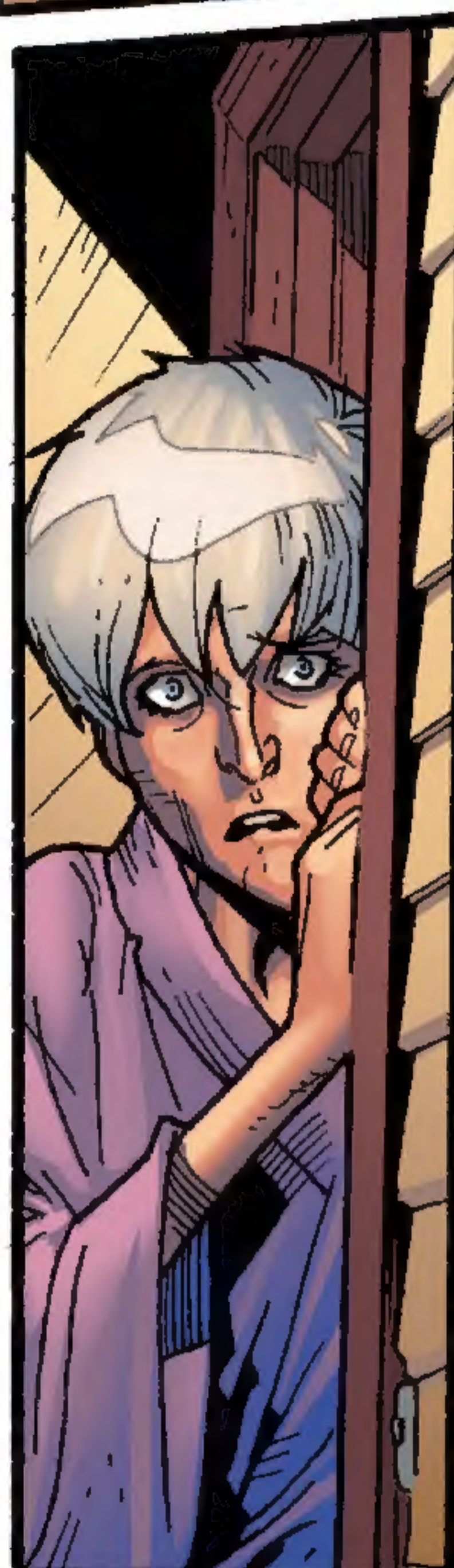
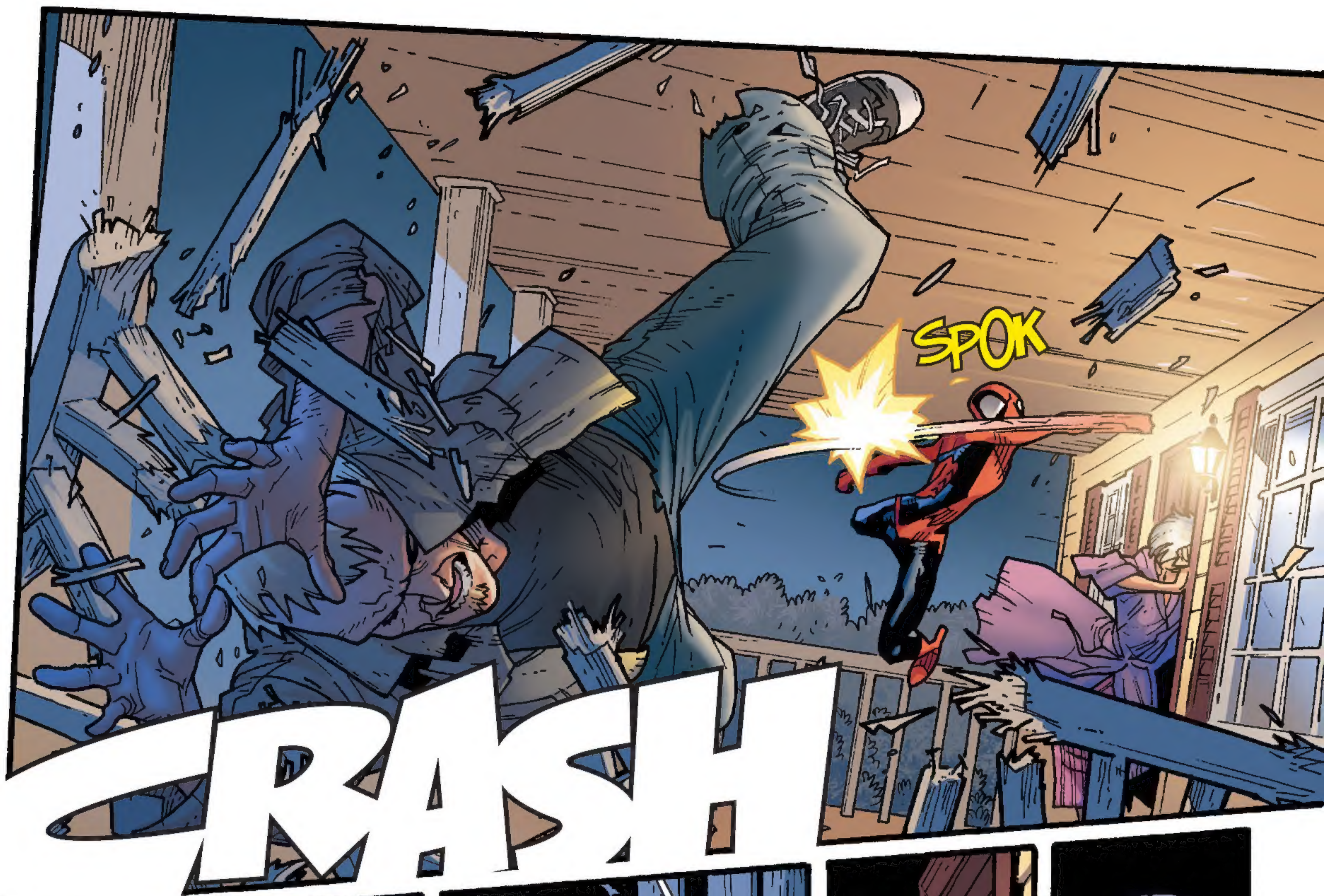
I--



Hold on...

**RATTLE
CLINK**









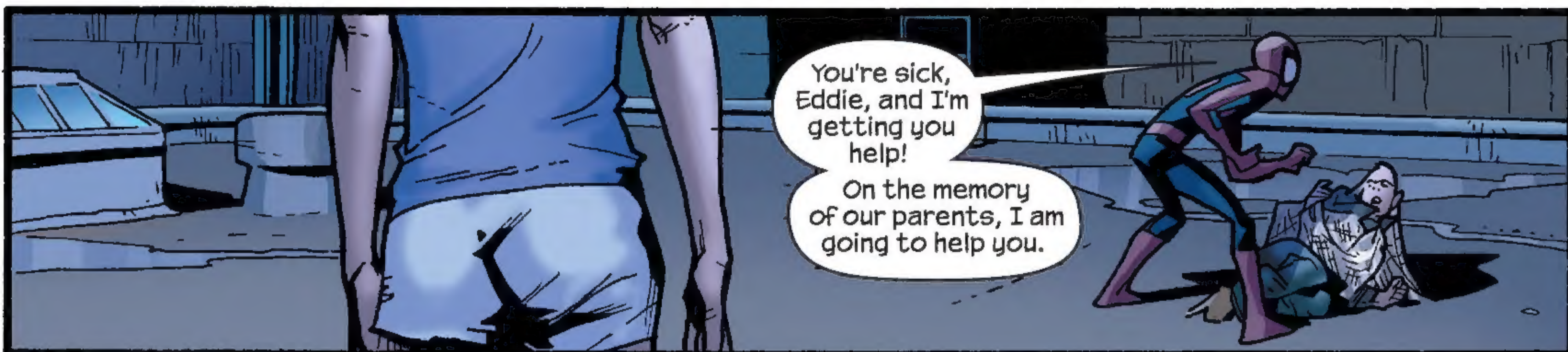
BECAUSE
YOU GOT
EVERYTHING!!

YOU!

AND I GOT
NOTHING.

And then-
then it chose
you over
me!!

It was
mine and
it went to
you.



You're sick,
Eddie, and I'm
getting you
help!

On the memory
of our parents, I am
going to help you.



You see this girl
behind me?

I'm going to tell
you something about
her. I'm going to show
you something!!

I'm going to
show you *exactly*
what you think you
want.

I'm going
to show you how
truly screwed up
in the head you
are.



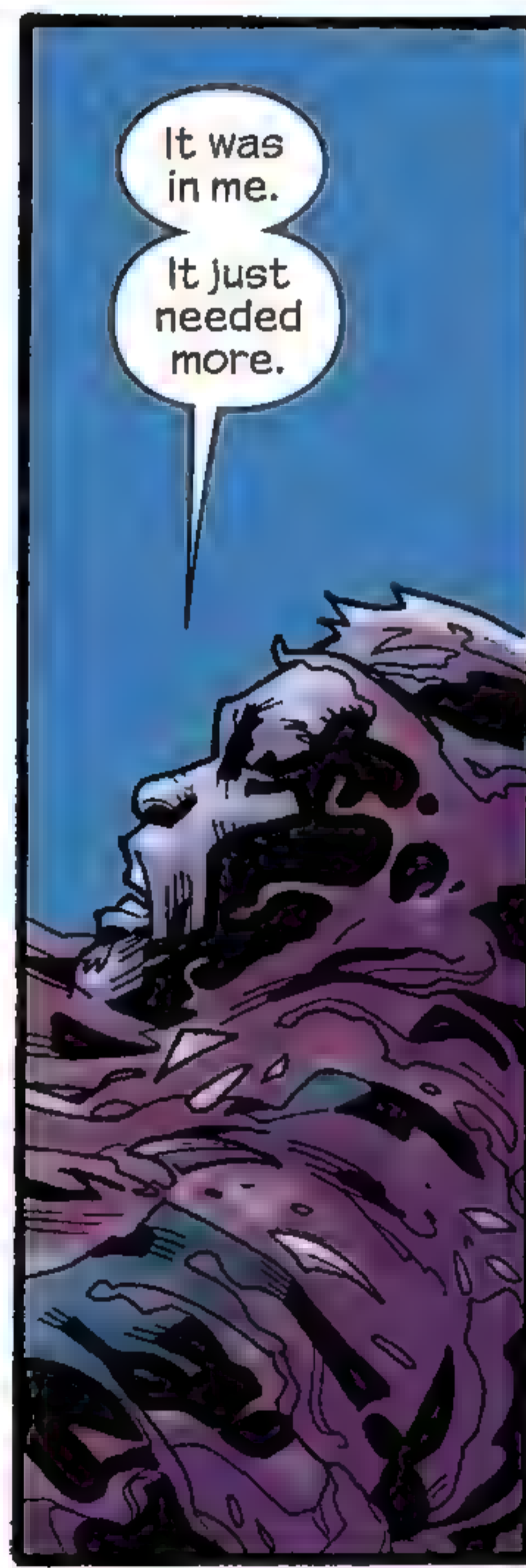
Gwen, show
him!! Show him
what's inside
you.



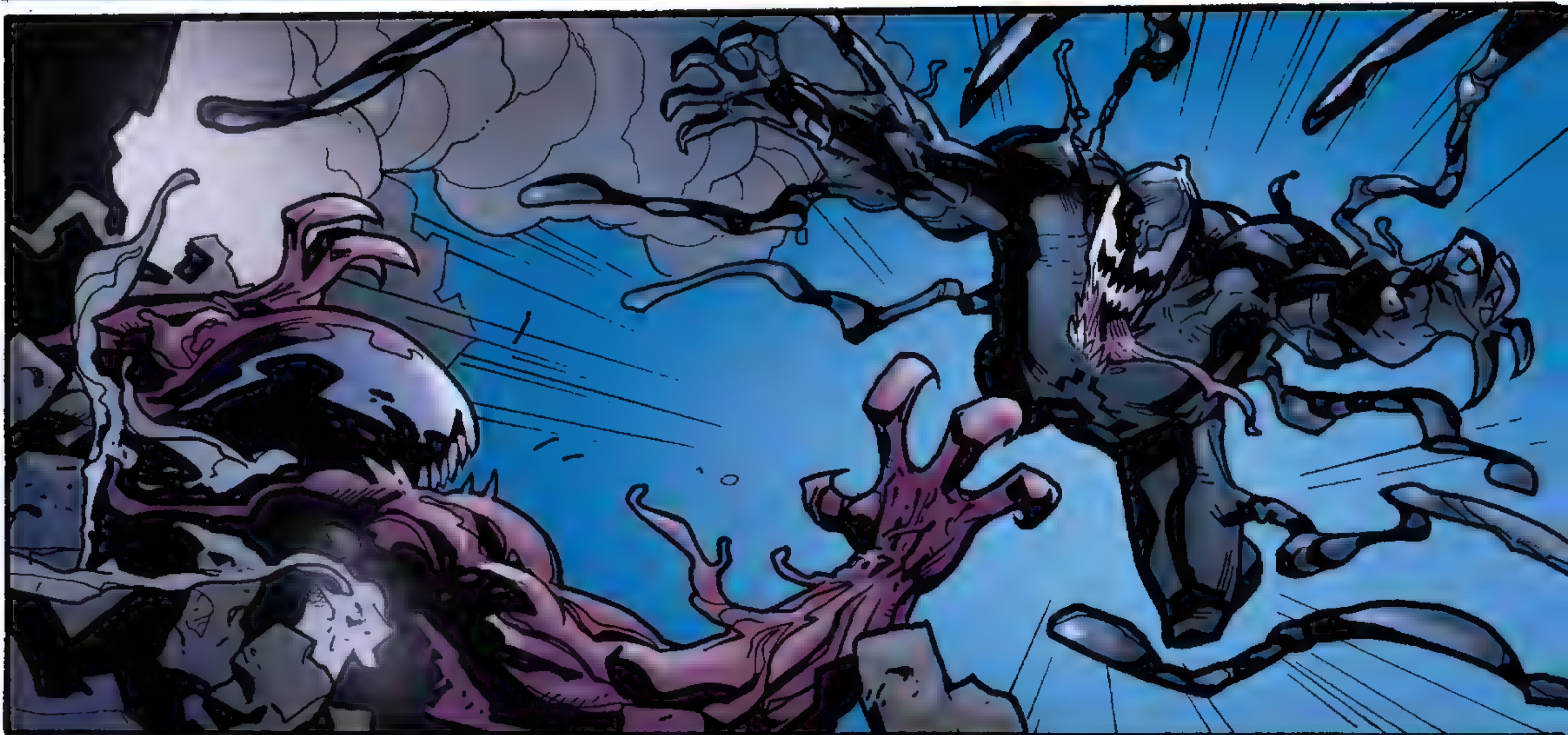
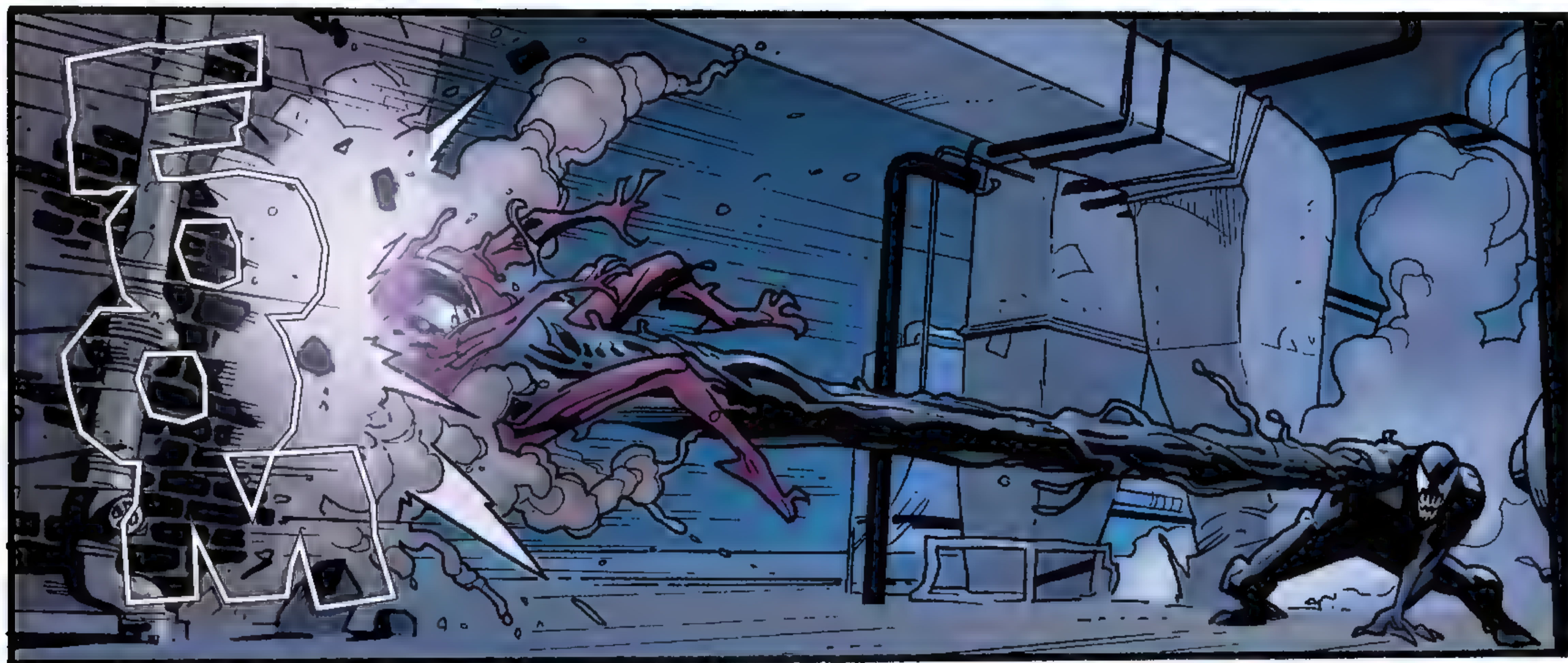
Show
him what
is so--



What
are you--?



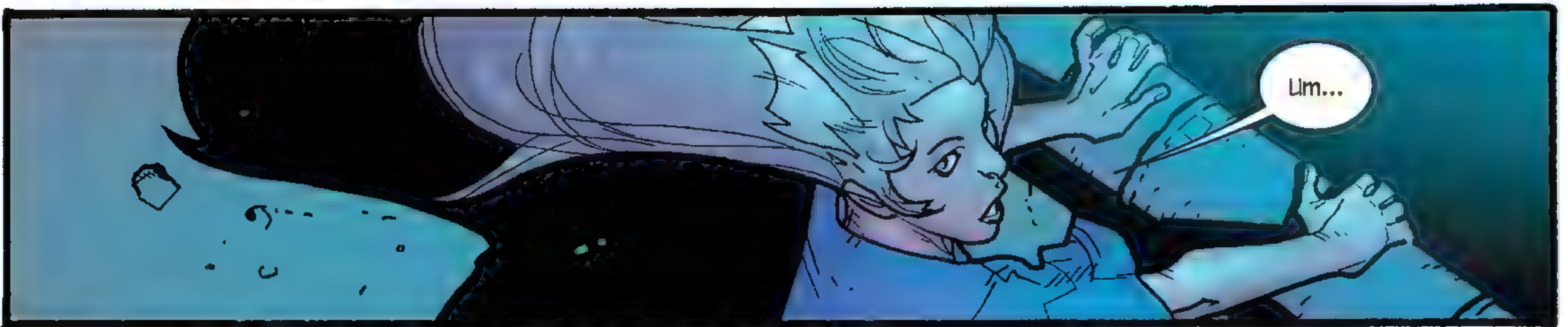


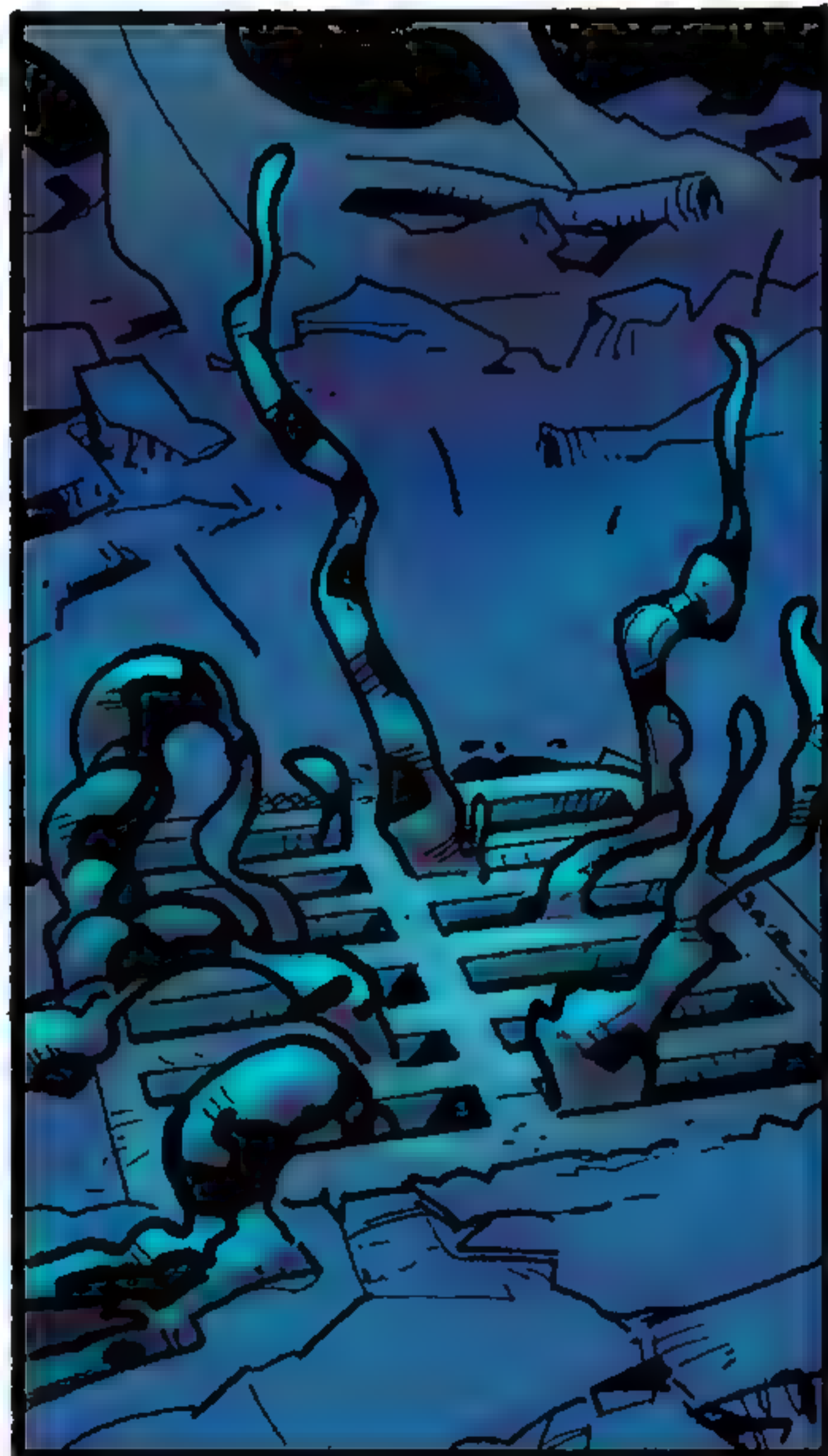
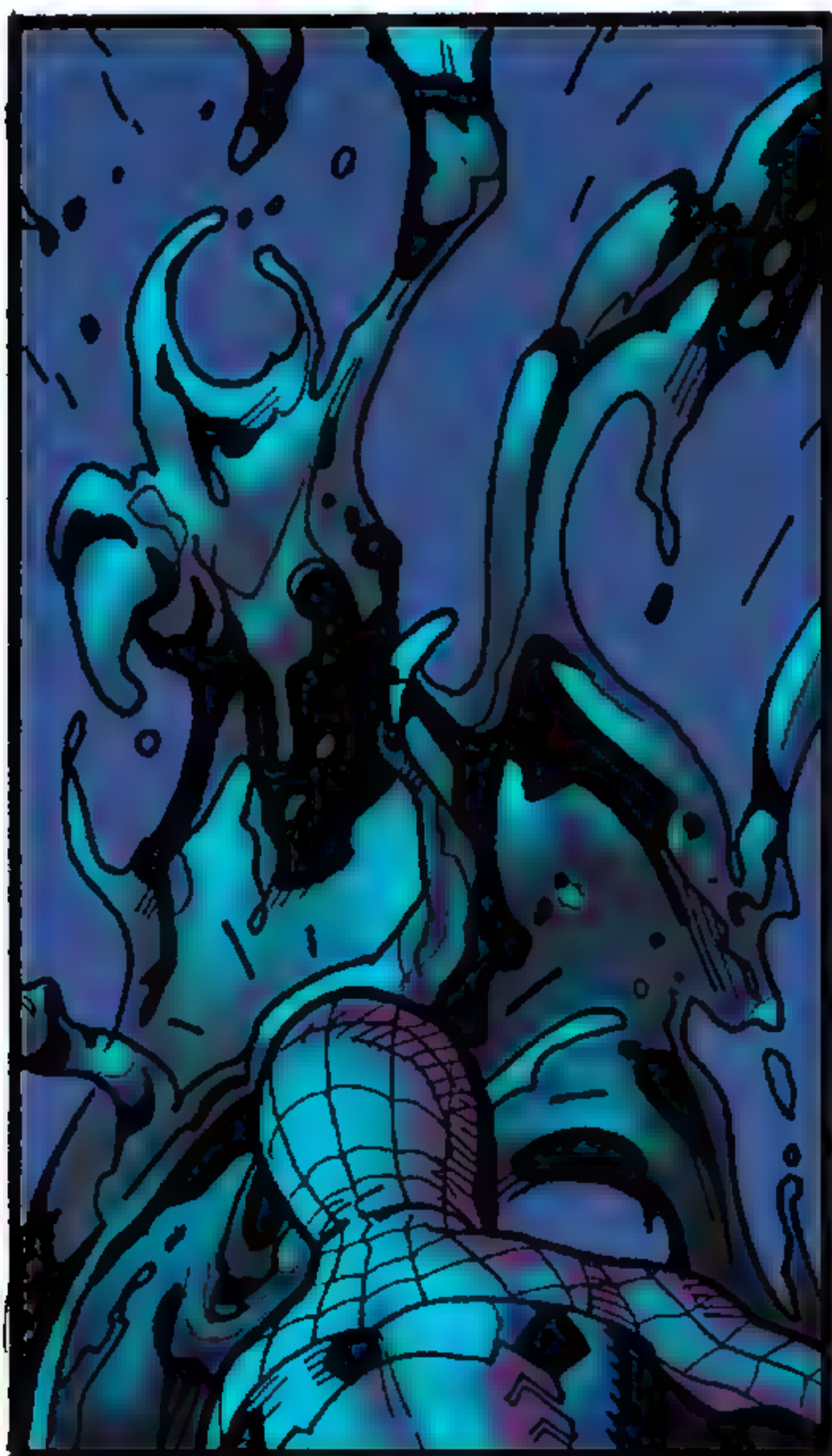












The Triskellion,
S.H.I.E.L.D. Headquarters.
Later...

She's clean.

She's on every level a regular sixteen-year-old girl.

No symbiote in her.

No. None.

No nothing.

On every level a regular sixteen-year-old girl.

You sure? How-how?

I mean she *died*.

The symbiote originally killed her. It destroyed her host form.

Yeah, but Mister Stark...



And, hold on, and in doing so we would surmise it absorbed her essence. Her DNA, her genetic code sequences.

It then, in turn, abandoned those essences and codes for another.

Leaving the body.

And...

She's clean.



So she's a clone.

She's, well, she's a molecular copy.

But an exact one.

There's--there's no difference. On any definable genetic level.

So the question is...if she is *biologically* Gwen Stacy, and *mentally* Gwen Stacy...

Who are we to say she's *not* Gwen Stacy?

She's alive.

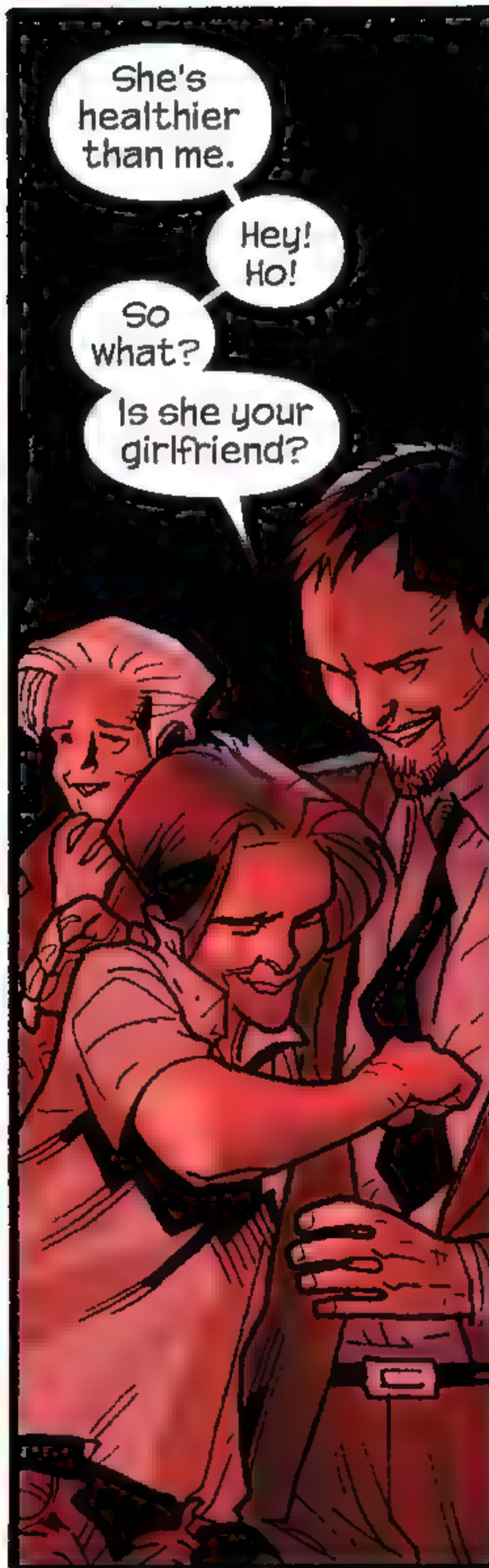


She's healthier than me.

Hey! Ho!

So what?

Is she your girlfriend?

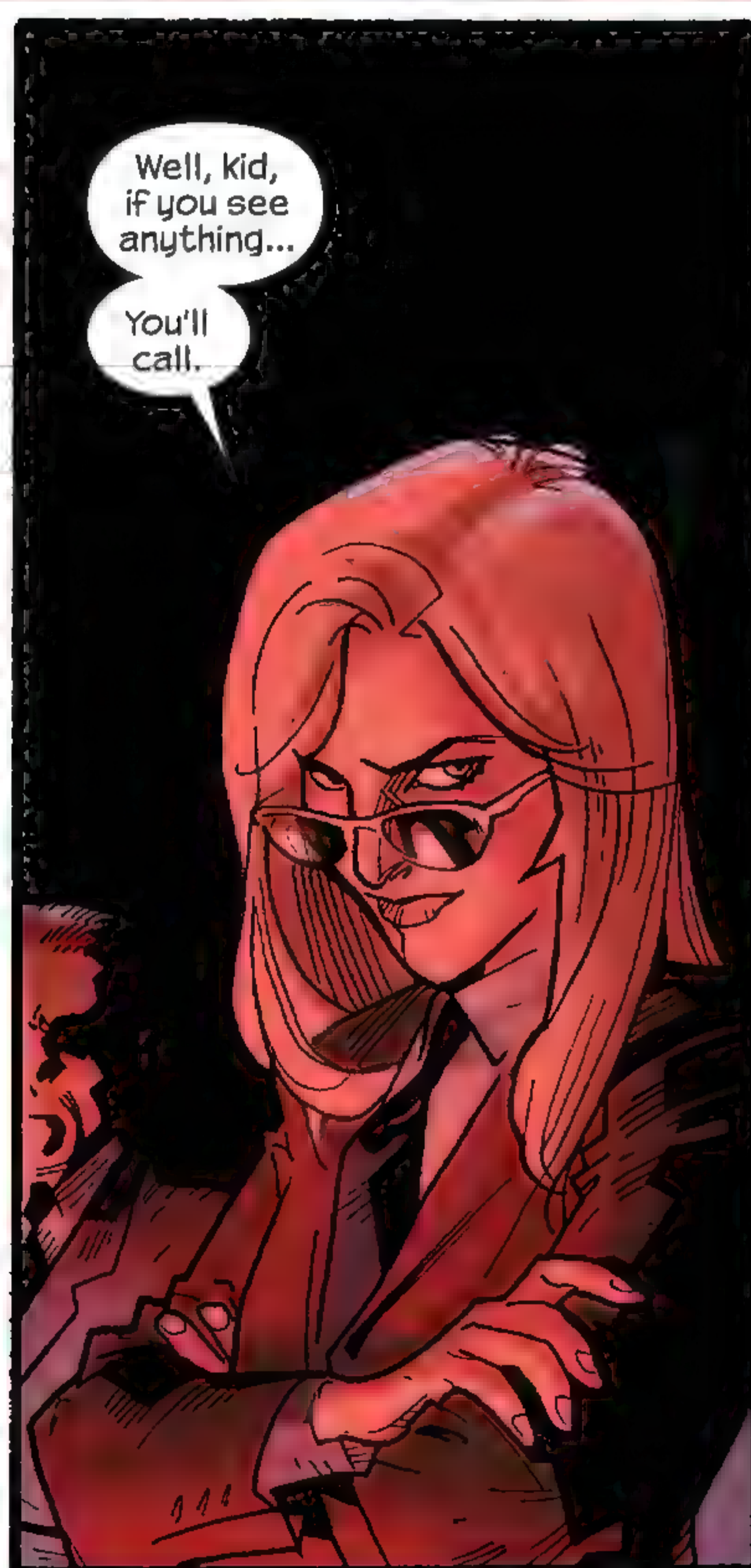
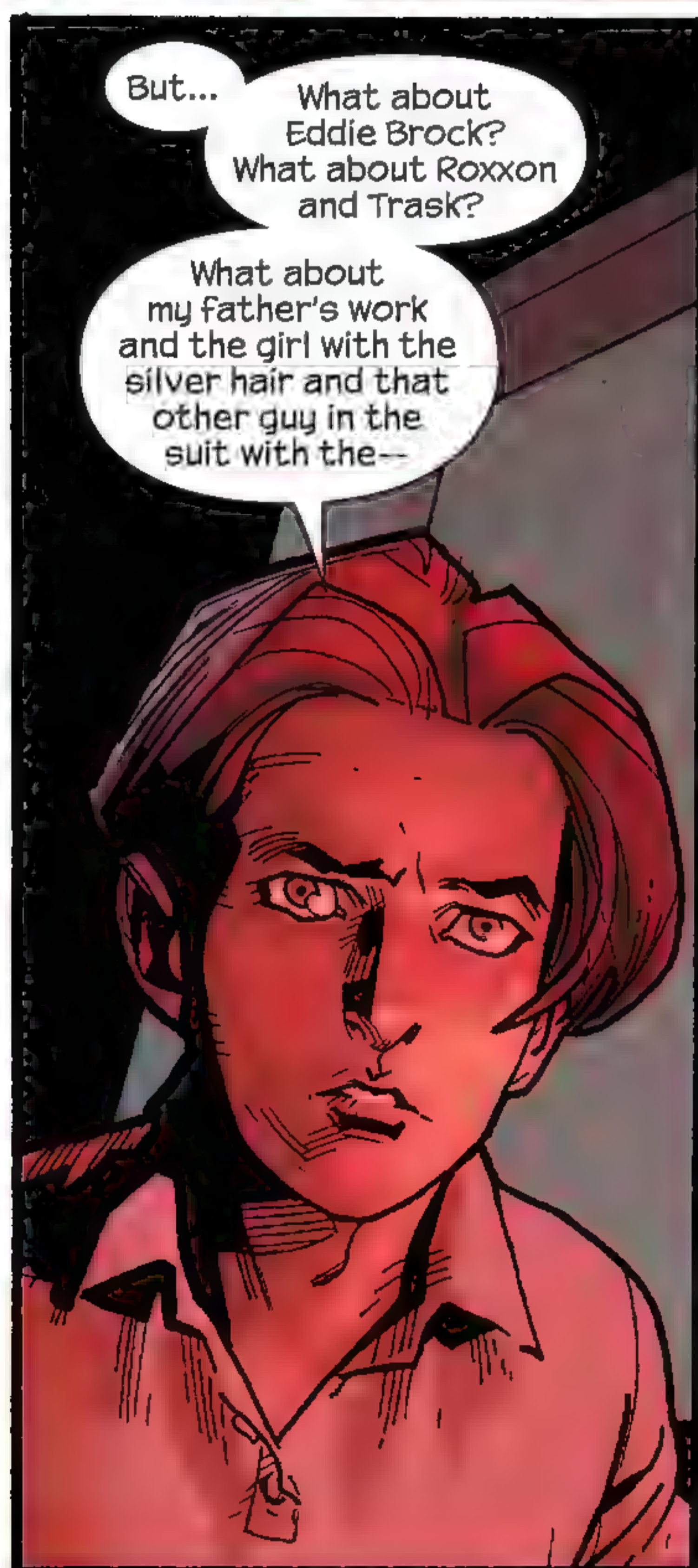
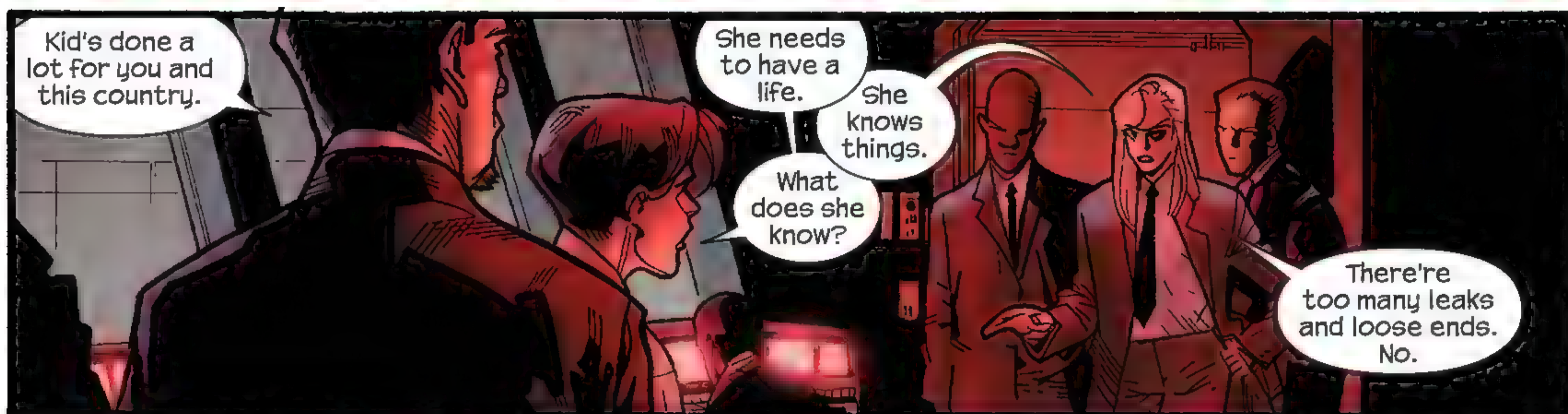
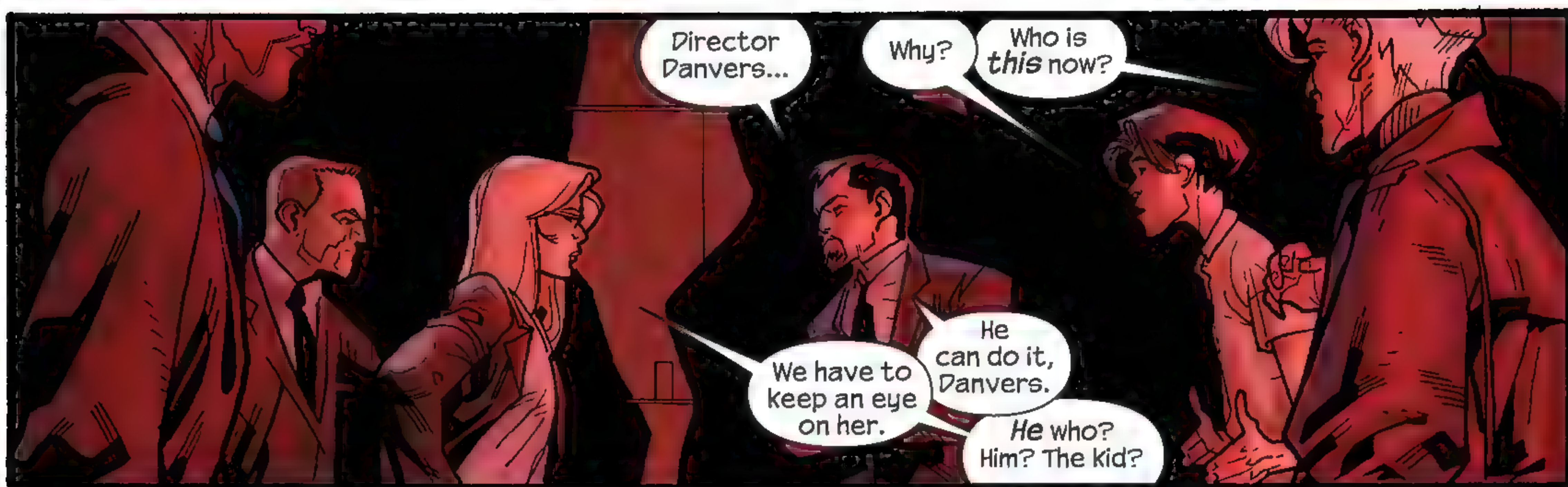


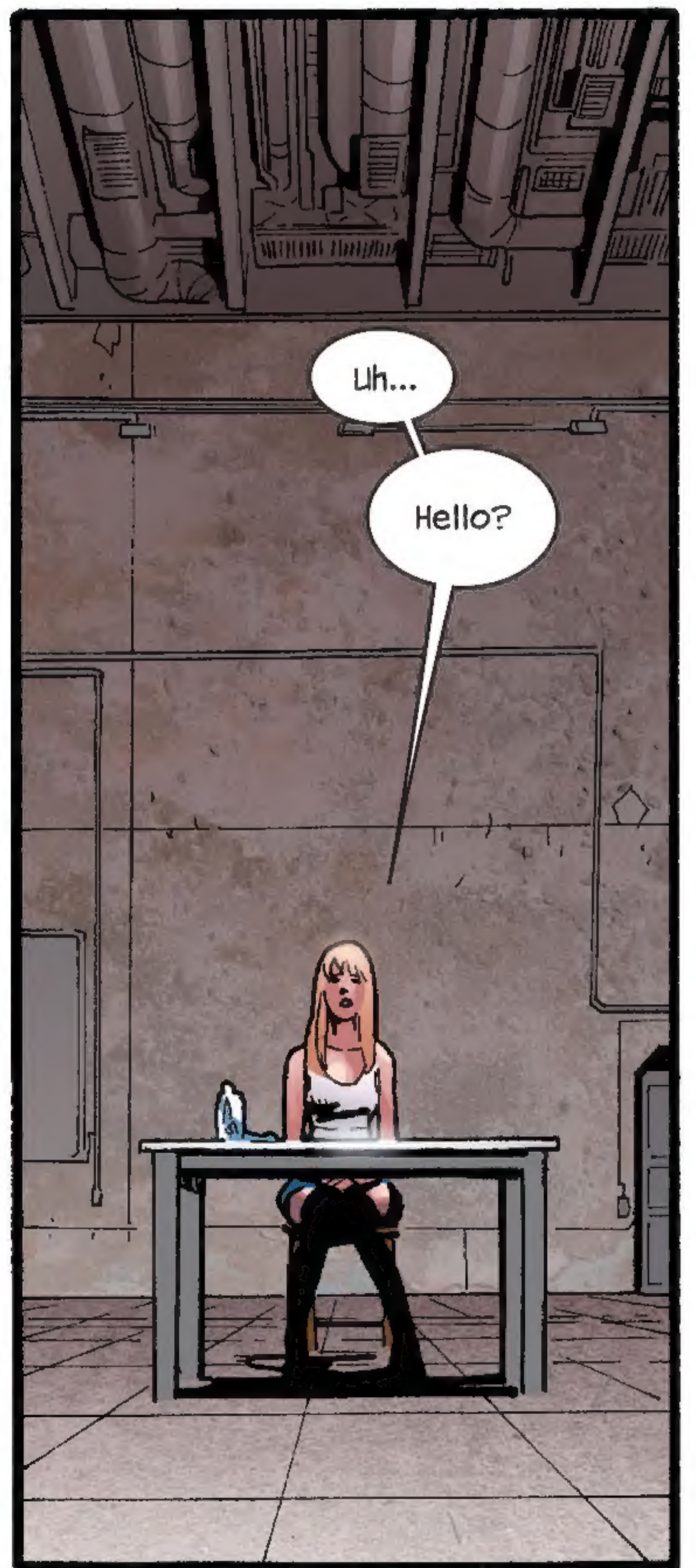
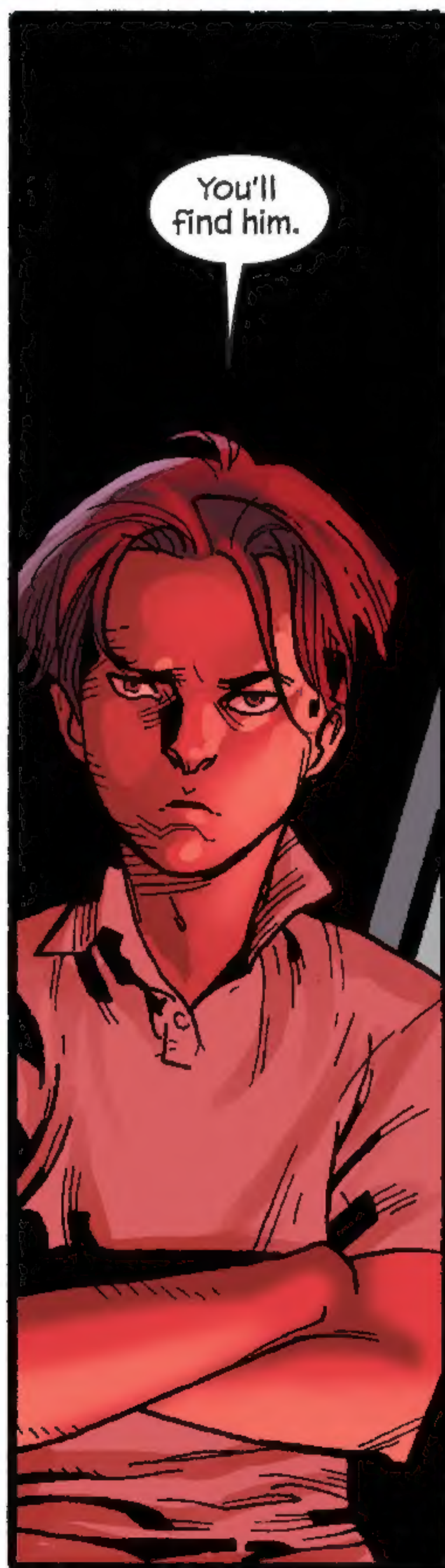
No, she's--she's kinda like my sister.

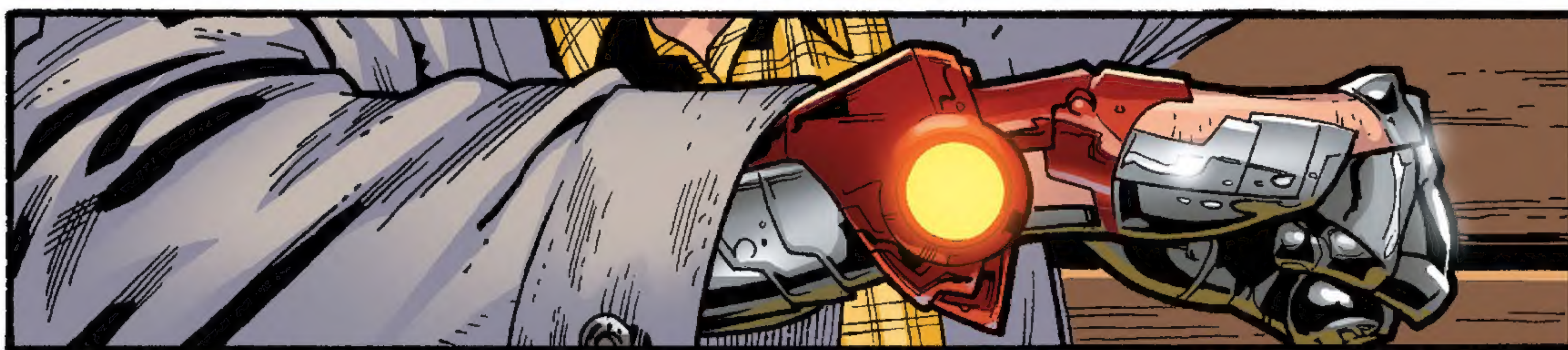
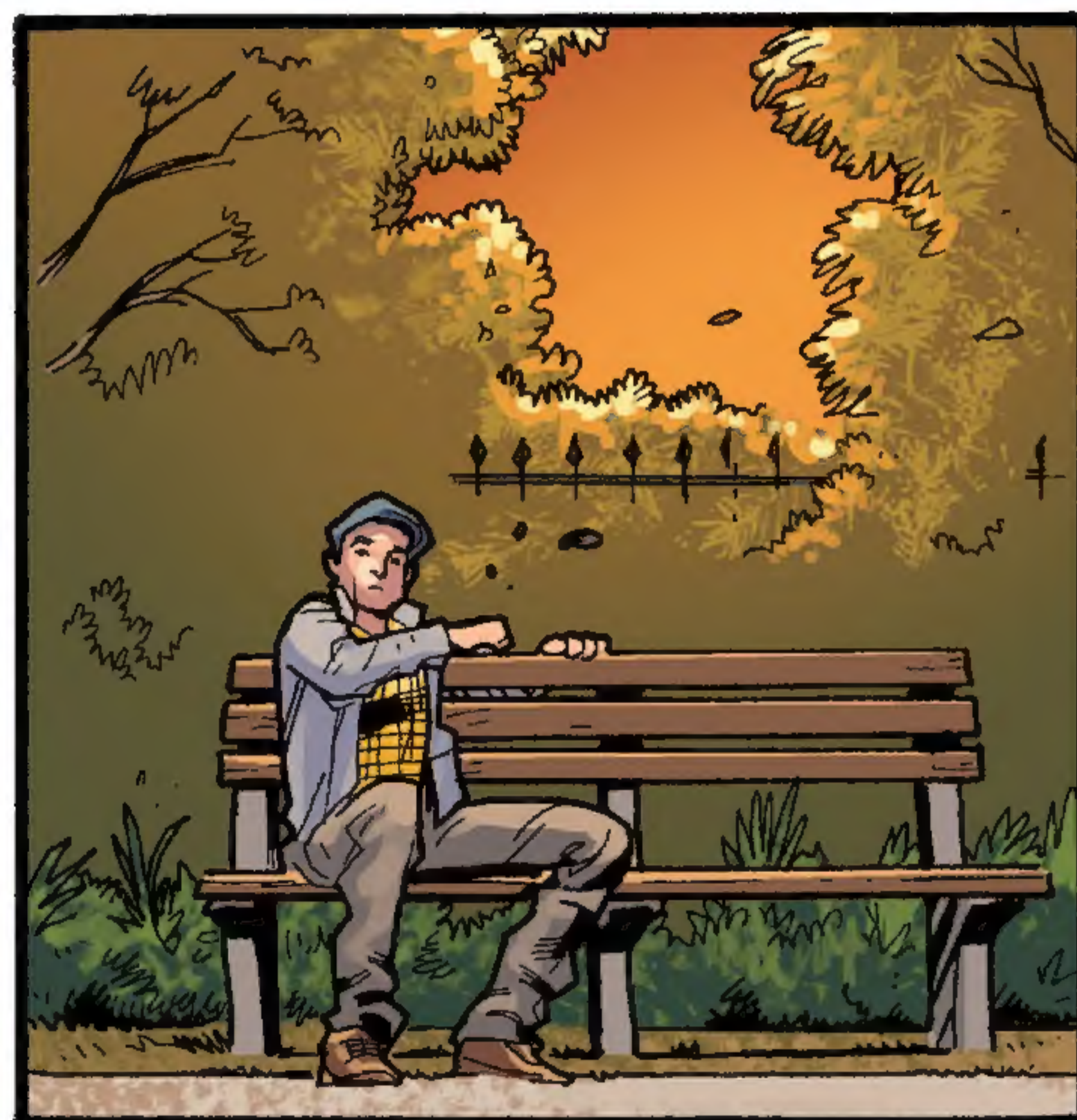
That's--

Well, sorry to say, but she stays here.





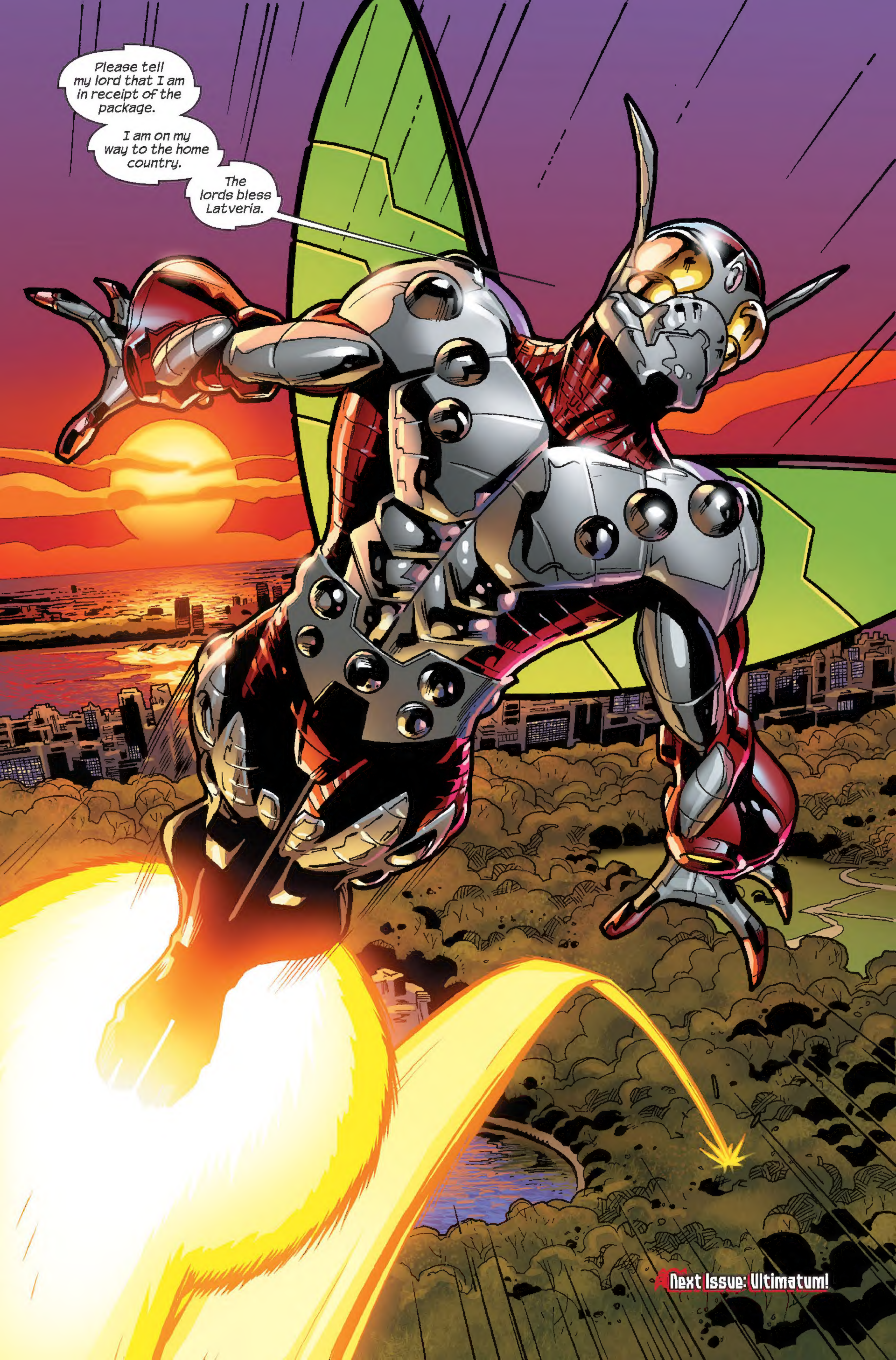




Please tell
my lord that I am
in receipt of the
package.

I am on my
way to the home
country.

The
lords bless
Latveria.



Next Issue: Ultimatum!



SON OF ULTRAMAN